

RECORDATION NO. 27740-A

DEC 03 08 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 3, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of December 2, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number 27740.

The name and address of the party to the enclosed document are:

Seller: C.I.T. Leasing Corporation
30 S. Wacker Drive, Ste 3000
Chicago, IL 60606

[Buyer: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062]

Aíne K. Quinlan, Esquire
December 3, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

64 railcars within the series WRRRC 355 - WRRRC 423 as more particularly set forth in the attachment to the document.

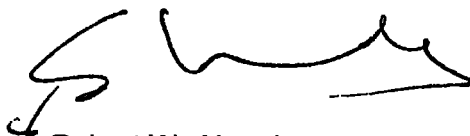
A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, flowing script.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27740-A FILED

DEC 03 '08 -8 00 AM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, C.I.T. LEASING CORPORATION ("Seller"), does hereby sell, transfer and assign to MIDWEST RAILCAR CORPORATION ("Buyer"), all of Seller's rights, title and interest in and to the equipment described in Schedule 1 hereto (the "Equipment"), subject to the terms and conditions of the Purchase and Sale Agreement, dated as of December 2, 2008 (the "Purchase Agreement"), between Seller and Buyer.

Seller represents and warrants to Buyer and its successors and assigns that at the time of delivery to Buyer of this Bill of Sale, Seller has good, valid and marketable title to the Equipment, and good and lawful right to sell the Equipment, and the Equipment is free and clear of all Liens (as defined in the Purchase Agreement), other than as described in Section 3.3 of the Purchase Agreement.

[Signature page follows]

[Bill of Sale]

C.I.T. Leasing Corporation

By: 

Name: Randy Houk

Title: Vice President

Date: _____

[Bill of Sale]

STATE OF Illinois)
) ss.:
COUNTY OF Cook)

On this, the 25th day of November, 2008, before me, a Notary Public in and for said County and State, personally appeared Randy Houk, a Vice President of C.I.T. Leasing Corporation, who acknowledged himself to be a duly authorized officer of C.I.T. Leasing Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Rachel Moton



SCHEDULE 1

DESCRIPTION OF RAILCARS

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>
64	2300 cubic-foot rapid discharge aggregate open top hopper railcars originally built in 1978	

Number of Cars	Equipment Description
64	2300 cubic-foot rapid discharge aggregate railcars
1	WRRC 355
2	WRRC 356
3	WRRC 357
4	WRRC 358
5	WRRC 359
6	WRRC 360
7	WRRC 361
8	WRRC 362
9	WRRC 363
10	WRRC 364
11	WRRC 365
12	WRRC 366
13	WRRC 367
14	WRRC 368
15	WRRC 369
16	WRRC 370
17	WRRC 371
18	WRRC 372
19	WRRC 373
20	WRRC 374
21	WRRC 375
22	WRRC 377
23	WRRC 378
24	WRRC 379
25	WRRC 380
26	WRRC 381
27	WRRC 382
28	WRRC 383
29	WRRC 384
30	WRRC 385
31	WRRC 387
32	WRRC 388
33	WRRC 389

Number of Cars		Equipment Description
34	WRRRC	390
35	WRRRC	391
36	WRRRC	393
37	WRRRC	394
38	WRRRC	395
39	WRRRC	396
40	WRRRC	397
41	WRRRC	398
42	WRRRC	399
43	WRRRC	400
44	WRRRC	401
45	WRRRC	402
46	WRRRC	403
47	WRRRC	404
48	WRRRC	405
49	WRRRC	407
50	WRRRC	409
51	WRRRC	410
52	WRRRC	411
53	WRRRC	412
54	WRRRC	413
55	WRRRC	414
56	WRRRC	415
57	WRRRC	416
58	WRRRC	417
59	WRRRC	418
60	WRRRC	419
61	WRRRC	420
62	WRRRC	421
63	WRRRC	422
64	WRRRC	423

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/3/08



Robert W. Alvord